

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
W.R. GRACE & CO., et al. ,)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
)	
Debtors.)	Objection Deadline: July 6, 2004
)	Hearing Date: To be determined

**NOTICE OF APPLICATION OF DAVID T. AUSTERN,
FUTURE CLAIMANTS' REPRESENTATIVE, FOR AUTHORIZATION TO
EMPLOY SWIDLER BERLIN SHEREFF FRIEDMAN, LLP AS BANKRUPTCY
COUNSEL TO THE FUTURE CLAIMANTS' REPRESENTATIVE**

David T. Austern, Future Claimants' Representative for the future asbestos claimants in the above-captioned cases (the "Future Claimants' Representative" or "FCR"), has submitted an application for authorization to employ Swidler Berlin Shereff Friedman, LLP as his bankruptcy counsel pursuant to Section 1103(a) of the Bankruptcy Code (the "Application").

You are required to file a response to the attached Application on or before July 6, 2004, and serve it on the following:

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Richard H. Wyron, Esquire
Matthew W. Cheney, Esquire
Swidler Berlin Shereff Friedman, LLP
3000 K Street, NW, Suite 300
Washington, DC 20007
Proposed Bankruptcy Counsel to David T. Austern
As Future Claimants' Representative

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Proposed Bankruptcy Counsel to David T. Austern
As Future Claimants' Representative

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United States Trustee

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT
MAY GRANT THE RELIEF REQUESTED BY THE APPLICATION WITHOUT FURTHER
NOTICE OR HEARING.

Dated: June 15, 2004

Respectfully submitted,

By: 
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*Proposed Bankruptcy Counsel to David T. Austern
as Future Claimants' Representative*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
W.R. GRACE & CO., <u>et al.</u>)	Chapter 11
)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
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Debtors.)	Objection Deadline: July 6, 2004
)	Hearing Date: To be determined

**APPLICATION OF DAVID T. AUSTERN, FUTURE CLAIMANTS'
REPRESENTATIVE, FOR AUTHORIZATION TO EMPLOY
SWIDLER BERLIN SHEREFF FRIEDMAN, LLP AS BANKRUPTCY
COUNSEL TO THE FUTURE CLAIMANTS' REPRESENTATIVE**

David T. Austern, the Court appointed legal representative for future asbestos claimants against the above-captioned Debtors (the "Future Claimants' Representative" or "FCR"), hereby submits this application (the "Application") for the entry of an Order, pursuant to section 1103(a) of title 11 of the United States Code (the "Bankruptcy Code"), authorizing and approving the retention and employment of Swidler Berlin Shereff Friedman, LLP ("SBSF") as bankruptcy counsel to the Future Claimants' Representative. In support of this Application, the Future Claimants' Representative relies upon the Declaration of Roger Frankel (the "Frankel Declaration"), a partner of SBSF, attached to this Application as Exhibit A. In further support of this Application, the Future Claimants' Representative respectfully represents as follows:

Jurisdiction and Venue

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). The statutory basis for the relief requested herein is section 1103(a) of the Bankruptcy Code.

Background

2. On April 2, 2001 (the "Petition Date"), W.R. Grace & Co. and 61 affiliated entities (collectively, the "Debtors") each filed a petition for relief under chapter 11 of the Bankruptcy Code. Pursuant to sections 1107 and 1108 of the Bankruptcy Code, the Debtors are continuing in the management of their respective businesses and possession of their respective properties as debtors in possession.

3. By Order dated May 24, 2004, the Court appointed me as the FCR for these jointly administered cases.

4. Various matters will be considered by the Court in these cases which affect the interests of future asbestos claimants. In order to permit the FCR to be heard on such matters and the interests of future asbestos claimants to be considered, the FCR respectfully asks the Court to consider and grant this Application, and the application being filed simultaneously for authority to employ Phillips Goldman & Spence, P.A. as Delaware co-counsel.

Relief Requested

5. By this Application, the FCR seeks to retain and employ SBSF as bankruptcy counsel in these chapter 11 cases, effective as of May 24, 2004, to provide advice on the matters described below, and respectfully requests entry of an order authorizing this retention.¹ The FCR is filing a companion application to employ Phillips Goldman & Spence, PA. as co-counsel with SBSF.

¹ The May 24, 2004 Order appointing me as the FCR authorizes the FCR to employ professionals under the provision applicable to employment of counsel by an official committee, section 1103 of the Bankruptcy Code.

Basis for the Relief Sought

6. Since May 24, 2004, SBSF has provided advice to the Future Claimants' Representative in his capacity as the Court-appointed legal representative for future asbestos claimants against the Debtors. A copy of the engagement letter between the Future Claimants' Representative and SBSF (the "Engagement Agreement") is attached to the Frankel Declaration as Exhibit 2. Specifically, the Future Claimants' Representative and SBSF have begun conducting due diligence with respect to the Debtors and their non-debtor affiliates, their financial affairs, their pre-petition transactions, matters which have transpired in these cases and proposals regarding potential plans of reorganization. The Future Claimants' Representative and SBSF, along with other professionals, will be participating in negotiating any plan of reorganization and related documents.

7. As a result of SBSF's experience in other asbestos bankruptcy cases, particularly as bankruptcy counsel to future claimants' representatives in such cases, SBSF is familiar with the concerns and issues important to the Future Claimants' Representative and to asbestos personal injury claimants who may assert claims or demands in the future. Accordingly, the Future Claimants' Representative believes that being represented by SBSF with respect to the specific matters described below is essential to the Future Claimants' Representative's role in these cases, and that SBSF is well suited to assist the Future Claimants' Representative as bankruptcy counsel during the chapter 11 process.

Services to be Rendered

8. Subject to the approval of this Court, SBSF will be engaged to render the following services to the Future Claimants' Representative:

- a. provide legal advice and representation with respect to the Future Claimants' Representative's powers and duties in connection with the chapter 11 cases and any matters which may arise, including in connection with appropriate due diligence, the formulation of a plan of reorganization and one or more asbestos-payment trusts, and other matters;
- b. prepare and file on behalf of the Future Claimants' Representative all applications, motions, responses, objections and other pleadings in these proceedings as may be necessary and as the FCR authorizes;
- c. appear on behalf of and represent the Future Claimants' Representative in these chapter 11 proceedings at hearings, meetings of creditors and other meetings and proceedings, as appropriate;
- d. represent and advise the Future Claimants' Representative with respect to any contested matter, adversary proceeding, lawsuit or other proceeding in which he may become a party or otherwise appear in connection with the chapter 11 proceedings; and
- e. perform all other necessary legal services that the Future Claimants' Representative authorizes and/or requests as may be appropriate in connection with these chapter 11 proceedings.

9. As noted above, the FCR is separately applying for authority to retain Phillips, Goldman & Spence, P.A. ("PG&S") as Delaware counsel, to serve as co-counsel with SBSF. The Future Claimants' Representative expects SBSF and PG&S to coordinate their work to avoid any duplication of effort. The Future Claimants' Representative believes, however, that employing SBSF as bankruptcy counsel as set forth herein will provide the Future Claimants' Representative with advice, assistance and information in a cost effective manner in those areas in which SBSF has particular knowledge and expertise.

10. The above listed services are necessary and essential to the Future Claimants' Representative. SBSF has indicated a willingness to act on behalf of, and render such services to, the Future Claimants' Representative, upon the terms set forth herein.

**Disclosure Concerning Connections
Between SBSF and Parties in Interest**

11. To the best of the Future Claimants' Representative's knowledge, except as otherwise set forth herein and in the accompanying Declaration of Roger Frankel, a partner of SBSF, SBSF does not have any connection with the Future Claimants' Representative, the Debtors, their affiliates, creditors or any other party in interest, or their respective attorneys and accountants, the United States Trustee, or any person employed in the Office of the United States Trustee, and does not hold or represent any interest adverse to the Future Claimants' Representative on the matters upon which SBSF is to be engaged.

Professional Compensation

12. SBSF and the Future Claimants' Representative entered into an Engagement Agreement, pursuant to which SBSF will act as the Future Claimants' Representative's bankruptcy counsel if authorized by this Court. Pursuant to the May 24, 2004 Order appointing the FCR, compensation, including professional fees and reimbursement of expenses, shall be payable to the Future Claimants' Representative and his professionals from the Debtors' estates, in accordance with the terms and conditions negotiated by the FCR and the Debtors, subject to approval by the Court and subject to the Administrative Compensation Order. The terms and conditions of SBSF's retention are set forth in the Engagement Agreement attached to the Declaration of Roger Frankel.

13. SBSF intends to apply for compensation for professional services rendered in connection with these cases, and for reimbursement of actual and necessary expenses incurred, in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and orders of this Court, including the Administrative Compensation Order.² SBSF has agreed to accept as compensation such sums as may be allowed by the Court for fees incurred for professional services and for reimbursement of reasonable and necessary expenses. Other than as set forth above, no arrangement is proposed between the Future Claimants' Representative and SBSF for compensation to be paid in these cases.

14. The Future Claimants' Representative has been advised by SBSF that it has no agreement with any other entity to share any compensation received, nor will any be made, except as permitted under section 504(b)(1) of the Bankruptcy Code.

Request for Nunc Pro Tunc Authorization

15. Issues which require the FCR's review and input have arisen and continue to arise in these cases, and the FCR requires the assistance of counsel. In order to avoid delaying this proceeding and the exercise of his duties as the newly-appointed Future Claimants' Representative, the FCR asked SBSF to begin work on the date of his appointment, May 24, 2004, contingent upon the Court's approval of this Application. Given the need for counsel's services, the FCR respectfully asks that the employment of SBSF be authorized effective as of May 24, 2004.

² "Administrative Compensation Order" refers to the Amended Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, entered April 17, 2002 [Docket #1949], as may be further amended by the Court

16. For the reasons set forth above, the FCR believes that the retention of SBSF, effective as of May 24, 2004, is necessary and in the best interests of the FCR, the Debtors, their estates and their creditors.

No Prior Request

17. No prior application for the relief requested herein has been made to this or any other Court.

Notice

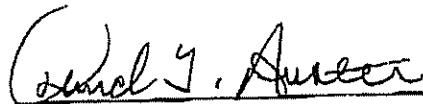
18. Notice of the Application and the requested relief has been provided to (i) counsel and co-counsel for the Debtors, (ii) the Office of the United States Trustee, (iii) counsel for the members of each of the Official Committees appointed in these cases, as follows, Unsecured Creditors, Asbestos Property Damage Claimants, Personal Injury Claimants, Equity Holders, and (iv) the Fee Auditor, and (v) any party who has entered their appearance in these cases pursuant to Bankruptcy Rule 2002. Accordingly, the Future Claimants' Representative believes that such notice of the Application is appropriate and sufficient.

Conclusion

WHEREFORE, the Future Claimants' Representative respectfully requests that the Court enter an order substantially in the form attached hereto (1) granting this Application, (2) authorizing the Future Claimants' Representative to retain and employ SBSF as his bankruptcy counsel in these chapter 11 cases pursuant to section 1103(a) of the Bankruptcy

Code, in accordance with the terms set forth in this application, and (3) granting such other and further relief as is appropriate.

DAVID T. AUSTERN,
FUTURE CLAIMANTS' REPRESENTATIVE


David T. Austern

David T. Austern
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(703) 204-9300

Dated: June 15, 2004

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
W.R. GRACE & CO., <u>et al.</u>)	Chapter 11
)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
Debtors.)	
)	

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF
SWIDLER BERLIN SHEREFF FRIEDMAN, LLP AS BANKRUPTCY COUNSEL TO
DAVID T. AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE**

Upon the application (the "Application") of David T. Austern, Future Claimants' Representative ("Future Claimants' Representative") in the above-captioned chapter 11 cases of W.R. Grace & Co. and its affiliates (collectively, the "Debtors"), seeking entry of an Order under section 1103(a) of the Bankruptcy Code authorizing the Future Claimants' Representative to employ and retain Swidler Berlin Shereff Friedman, LLP ("SBSF") as bankruptcy counsel to the Future Claimants' Representative; and the Court having reviewed the Application and the accompanying Declaration of Roger Frankel (the "Declaration"), a partner of SBSF, and the Court being satisfied that SBSF neither holds nor represents any interest adverse to the Future Claimants' Representative on the matters upon which SBSF is to be engaged; and it appearing that the relief requested is in the best interest of the Future Claimants' Representative and the Debtors' estates, their creditors and other parties-in-interest; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 158(a); and it further appearing that notice of the Application was good and sufficient under the particular circumstances and that no other or

further notice need be given and upon the record herein; and it further appearing that the terms and conditions of SBSF's employment as further described in the Application and the Declaration are reasonable and necessary; it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Application be, and it hereby is, approved;
2. Pursuant to section 1103(a) of the Bankruptcy Code and the May 24, 2004 Order appointing David T. Austern as the Future Claimants' Representative [Docket No. 5645], the Future Claimants' Representative be, and he hereby is, authorized to employ and retain SBSF as bankruptcy counsel upon the terms, and to perform the services, set forth in the Application and Declaration;
3. SBSF shall be compensated in accordance with procedures set forth in sections 330 and 331 of the Bankruptcy Code and such Bankruptcy Rules and Local Rules as may then be applicable, from time to time, and such procedures as may be fixed by order of this Court, including the Administrative Compensation Order(s) entered in these cases; and
4. The fees and expenses of SBSF allowed by the Court shall be an administrative expense of the Debtors' estates.

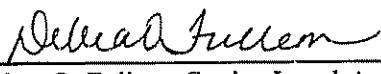
Dated: _____, 2004

The Honorable Judith K. Fitzgerald
United States Bankruptcy Judge

CERTIFICATE OF SERVICE

I, DEBRA O. FULLEM, do hereby certify that I am over the age of 18, and that on June 15, 2004, I caused the *Notice, Application of David T. Austern, Future Claimants' Representative for Authorization to Employ Swidler Berlin Shereff Friedman, LLP, Declaration of Roger Frankel under Fed. R. Bankr. P. 2014, 2016 and 5002 in Support of Application, Exhibits 1 and 2, and proposed Order*, to be served upon those persons as shown on the attached Service List by first class mail, postage prepaid.

Under penalty of perjury, I certify the foregoing to be true and correct.



Debra O. Fullem, Senior Legal Assistant
Swidler Berlin Shereff Friedman, LLP

W. R. Grace 2002 Service List
Case No. 01-1139 (JKF)

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